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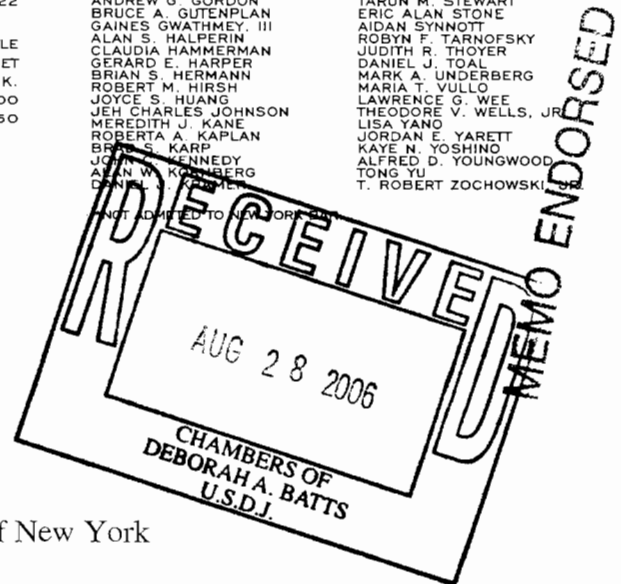
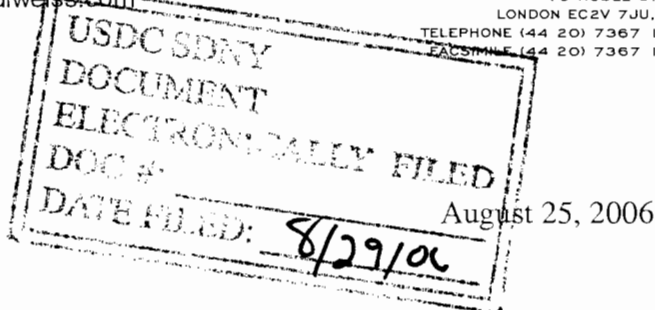
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MEMO ENDORSED



By Hand

The Honorable Deborah A. Batts
United States District Court for the Southern District of New York
500 Pearl Street, Room 2510
New York, NY 10007-1312

In Re: Rhodia Securities Litigation, MDL 1714 (DAB)

Dear Judge Batts:

I write on behalf of Defendants Rhodia, S.A., Jean-Pierre Tirouflet, Gilles Auffret, Jean-Pierre Clamadieu and Pierre Prot, to respectfully request that Your Honor modify the Stipulation and Order Extending Time entered by this Court on August 17, 2006 ("August 17, 2006 Stipulation and Order") to grant Defendants until at least sixty (60) days after Plaintiffs' filing and service of the Consolidated Amended Class Action Complaint for Defendants to serve and file their answer, motion or other responsive pleading to the Consolidated Amended Class Action Complaint.

We make this request for two reasons. First, the prior June 14, 2006 Stipulation and Order provided that Defendants would have sixty (60) days to respond to Plaintiffs' Consolidated Amended Complaint, and the more recent August 17, 2006 Stipulation and Order resulted from Plaintiffs' request for additional time. Second, with the additional extension for Plaintiffs to file their Consolidated Amended Complaint, Defendants need more than the allotted thirty (30) days to respond (and likely file motions to dismiss) because I am scheduled to commence a jury trial in another federal court case on October 19, 2006.

MEMO ENDORSED

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
The Honorable Deborah A. Batts

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By way of background, Plaintiff Oppenheim Pramerica Asset Management S.A.R.L. ("OPAM") initially filed its Class Action Complaint with this Court on June 6, 2005. By order dated October 21, 2005, the Judicial Panel on Multidistrict Litigation consolidated OPAM's action into the *In Re: Rhodia S.A. Securities Litigation*. On May 31, 2006, this Court entered an order appointing OPAM and Activist Investmentgesellschaft ("Activist") as Lead Plaintiffs and, by Order dated June 14, 2006, this Court granted Lead Plaintiffs sixty (60) days to file their Consolidated Amended Class Action Complaint. Pursuant to the June 16, 2006 Stipulation and Order, Plaintiffs were to file their Consolidated Amended Class Action Complaint on August 15, 2006, and Defendants' answer, motion or other responsive pleading to the Consolidated Amended Class Action Complaint was to be due sixty (60) days thereafter.

Plaintiffs recently requested a forty-five (45) day extension of time to file their Consolidated Amended Class Action Complaint. Defendants agreed to this extension and, in return, Plaintiffs agreed that Defendants could have an additional thirty (30) days, for a total of ninety (90) days, to file their answer, motion or other responsive pleading to the Consolidated Amended Class Action Complaint. We requested the additional time beyond the original sixty (60) days because I am scheduled to commence a two-week jury trial in the Eastern District of Pennsylvania on October 19, 2006. The Court's August 17, 2006 Order provides, however, that Defendants will have only thirty (30) days to respond to Plaintiffs' Consolidated Amended Complaint. We anticipate that Plaintiffs may make significant changes to their initial Complaint, and given my impending trial schedule and the fact that my clients reside in Europe, more than thirty (30) days is needed to prepare our answer and/or any motions to dismiss.

Accordingly, Defendants respectfully request that the Court modify the August 17, 2006 Stipulation and Order to allow Defendants at least sixty (60) days to file and serve their answer, motion or other responsive pleading to the Consolidated Amended Class Action Complaint. Plaintiffs' counsel has informed us that they consent to this request. A proposed order is attached.

granted
DAB
8/29/06

Thank you for your consideration.

Respectfully,

Maria T. Vullo

Maria T. Vullo

SO ORDERED

Deborah A. Batts
DEBORAH A. BATTS *8/29/06*
UNITED STATES DISTRICT JUDGE

Enclosure

cc: Kirk E. Chapman, Esq.
Counsel for Plaintiffs